

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re

Calfrac Well Services Corp., *et al.*<sup>1</sup>

Debtors in a Foreign Proceeding

Chapter 15

Case No. 20-33529 (DRJ)

Joint Administration Requested

**SECOND AMENDED WITNESS AND EXHIBIT LIST FOR AUGUST 25, 2020 HEARING**

The above-referenced debtors and debtors in possession (collectively, the “Chapter 15 Debtors”) file this Second Amended Witness and Exhibit List for the hearing to be held on August 25, 2020, at 10:00 a.m. (prevailing Central Time) in Courtroom 400 of the United States Courthouse, 515 Rusk Street, Houston, Texas 77002 (the “Hearing”) as follows:<sup>2</sup>

**WITNESSES**

The Chapter 15 Debtors may call the following witnesses at the Hearing:

1. Ronald P. Mathison;
2. Lindsay R. Link;
3. Mark D. Rosen;
4. Wilks Brother, LLC and its Affiliated Funds through 30(b)(6) Representative;
5. Chris D. Simard regarding Canadian law;
6. Any witness designated by another party;
7. Any rebuttal or impeachment witnesses as necessary.

<sup>1</sup> The Chapter 15 Debtors, along with the last four digits of each U.S. Debtor’s federal tax identification number, where applicable, are as follows: Calfrac Well Services Corp. (“CWSC”) (1738), 12178711 Canada Inc. (“Arrangeco”), Calfrac Well Services Ltd. (“Calfrac”) (3605), Calfrac (Canada) Inc. (“CCI”), and Calfrac Holdings LP (“CHLP”) (0236).

<sup>2</sup> The Chapter 15 Debtors filed and served on Wilks Brothers and its affiliated funds the Chapter 15 Debtors’ original Witness and Exhibit List for August 25, 2020 Hearing at 12:00 p.m. CT on August 21,2020. Dkt. 93.

**EXHIBITS**

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
1.	Calfrac Well Services Ltd. Annual Information Form, March 10, 2020 (CF00006643 - CF00006684)						
2.	Government of Alberta Corporation/Non-Profit Search Corporation Registration System, July 13, 2020 (CF00000056 - CF00000059)						
3.	Government of Alberta Corporation/Non-Profit Search Corporation Registration System, July 13, 2020 (CF00000062-CF00000063)						
4.	Certificate of Incorporation, July 6, 2020 (CF00000073 - CF00000077)						
5.	Entity Classification Election, Calfrac Holdings LP (CF00001900 - CF00001902)						
6.	Delaware Division of Corporations Entity Details (CF00000067)						
7.	Limited Partnership Agreement for CHLP, January 25, 2007 (CF00000923 - CF00000934)						
8.	Corporate Registry Search of CHLP (CF00000070)						
9.	Press Release, Calfrac Announces Commencement of CBCA Stay Proceedings, Recapitalization Transaction and Financial Update, July 14, 2020 (CF00002911 - CF00002916)						
10.	Email fr. P. Meady to E. Oke cc: L. Link, et al. attaching Global Headcount as of March 31, 2020, Apr. 6, 2020 (CF00002177 - CF00002178)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
11.	Memorandum fr. A. Boutchev and D. Leskowski re April 2020 Forecast Process, Mar. 5, 2020 (CF00007179 - CF0007182)						
12.	Memorandum fr. A. Boutchev and D. Leskowski re July 2020 Forecast Process, Jun. 9, 2020 (CF00007280 - CF00007283)						
13.	Email fr. N. Johnson to M. Wilks, P. Pecora Re: Calfrac Well Services, Mar. 6, 2020 (WB-CF-0000931 - WB-CF-0000942)						
14.	Calfrac Capital Expenditures & AFE Approvals (CF00007250 - CF0007256)						
15.	Calfrac Authority for Expenditures AFE Number: 2020-0021 (CF00003842)						
16.	Calfrac Authority for Expenditures AFE Number: 2020-0036 (CF00002222 - CF00002223)						
17.	Calfrac Authority for Expenditures AFE Number: 2020-0032 (CF00002894)						
18.	Calfrac Spending Authority – Approval Limits (Schedules) (CF00007187 - CF00007204)						
19.	Calfrac Identification of CWS Services and Critical Service – Related Product (CF00007205 - CF00007207)						
20.	Email fr. M. Olinek to R. Ballendine et al. re Project RISE Update, Feb. 23, 2020 (CF00004000 - CF00004001)						
21.	Email fr. B. Bishop to E. Oke, et al. Re: Pandemic Planning, Mar. 1, 2020 (CF00004002)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
22.	Email fr. M. Olinek to D. Ramsay et al. Re: March 2020 and February 2020 Monthly Executive Reports, Apr. 18, 2020 (CF00002038 - CF00002067)						
23.	Email fr. M. Olinek to D. Ramsay et al. Re: March 2020 and February 2020 Monthly Executive Reports, Mar. 20, 2020 (CF00002277 - CF00002278)						
24.	Email fr. Communications to Calfrac – USA, Calfrac – Canada, Calfrac – Argentina Re: Oracle Cloud ERP is now LIVE!, Apr. 6, 2020 (CF00003908 - CF00003910)						
25.	Email fr. L. Taylor to A. Boutchev, et al. Re: US Weekly Ops Report and Weekly Operations Report and Spreadsheet, July 6, 2020 (CF00002696 - CF00002701)						
26.	Email fr. R. Ballendine to J. McCullough cc: M. Olinek, E. Ing Re: US Fixed Asset Adjustments, Jan. 23, 2020 (CF00003422 - CF00003423)						
27.	Email fr. E. Oke to C. Gall, et al. Re: Preliminary Cost Reduction Plans, Mar. 12, 2020 (CF00002328 - CF00002329)						
28.	Email fr. E. Oke to L. Link, Mar. 11, 2020 (CF00002333)						
29.	Email fr. B. Bishop to R. Angel et al. Re: District Incident Response & Recovery Team – Pandemic Operations Guide, Mar. 6, 2020 (CF00003989 - CF00003999)						
30.	Email fr. B. Bishop to B. Cochrane et al. Re: Alert Level 1 – Requirements, Mar. 13, 2020 (CF00006420)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
31.	Email fr. J. Deister to F. Toney re Training Courses and CEU's, Jan. 15, 2020 (CF00006492 - CF00006493)						
32.	Email fr. J. Koop to F. Toney re Employee Authorization Letter, July 16, 2020 (CF00006498)						
33.	Legal Entity Organizational Chart (CF00008067)						
34.	Excel Spreadsheet – Headcount by Division 2009-Present (CF00007271)						
35.	Excel Spreadsheet – Calfrac Global Headcount Report (CF00001263)						
36.	List of Chapter 15 Debtors Directors and Officers (CF00001828 - CF00001831)						
37.	Intellectual Property (Patents/Trademarks) (CF00000943 - CF00000946)						
38.	Bank Covenants - Mar 2020, April 23, 2020 (CF00004373 - CF00004374)						
39.	Research on Recap Announcement, July 15, 2020 (CF00004162 - CF00004204)						
40.	Letter to M. Wilks Re: Reply to Your Letter of June 30, 2020, July 2, 2020 (CF00006345 - CF00006346)						
41.	Calfrac Announces Commencement of CBCA Stay Proceedings, Recapitalization Transaction and Financial Update (CF00006569 - CF00006582)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
42.	Letter re Wilks LOI and Proposal, June 22, 2020 (CF00005733 - CF00004497)						
43.	Calfrac COVID Email fr. R. Mathison to M. Wilks, April 4, 2020 (WB-CF-0000080)						
44.	Follow-up email fr. M. Wilks to R. Mathison, April 15, 2020 (WB-CF-0000067 - WB-CF-0000071)						
45.	Letter fr. M. Wilks to R. Mathison, May 4, 2020 (WB-CF-0000406)						
46.	Email Chain on Injecting Capital into Calfrac, May 25, 2020 (WB-CF-0000081 - WB-CF-0000083)						
47.	Email fr. R. Mathison to M. Wilks re Potential Call, Apr. 7, 2020 (WB-CF-0000482 - WB-CF-0000493)						
48.	Letter fr. M. Wilks to R. Mathison Re: Potential Value Enhancing Initiatives, May 6, 2020 (WB-CF-0000508)						
49.	Email fr. R. Mathison to M. Wilks attaching Draft of NDA, May 29, 2020 (WB-CF-0000058 - WB-CF-0000066)						
50.	Indenture, 10.875% Second Lien Secured Notes Due 2026, February 14, 2020 (CF00000349 - CF00000547)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
51.	Confidential Offering Memorandum, Calfrac Holdings LP, Offer to Exchange up to US\$\$100,000,000 Aggregate Principal Amount of Calfrac Holding LP's New 10.875% Second Lien Secured Notes due 2026 for Calfrac Holdings LP's Outstanding 8.500% Senior Unsecured Notes due 2026 (CF00001481 - CF0001620)						
52.	Indenture, 8.50% Senior Notes Due 2026, May 30, 2018 (CF00000596 - CF0000744)						
53.	Amended and Restated Credit Agreement, April 30, 2019 (CF00000080 - CF00000346)						
54.	Email fr. E. Ing to A. Noorani et al. Re: Q2 2020 Reporting Timetable, June 23, 2020 (CF00007288 - CF00007289)						
55.	Operations – Calfrac Employee Responsibility Training (Cert) Procedure (CF00001624 - CF00001631)						
56.	Calfrac Pandemic and Infectious Disease Crisis Management Plan (CF00001632 - CF00001672)						
57.	Design and Development Procedure (CF00001673 - CF00001682)						
58.	Procurement Strategy Determination Process (CF00001683 - CF00001689)						
59.	Sales and Operations Planning Procedure (CF00001690 - CF00001695)						
60.	Quality Manual (CF00001696 - CF00001729)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
61.	Authorities and Spending Limits (CF00001730 - CF00001741)						
62.	Credit Risk Management Policy (CF00001742 - CF00001746)						
63.	Approval of Intercompany Funds Transfers (CF00001747 - CF00001749)						
64.	Treasury and Banking Authorities (CF00001749 - CF00001750)						
65.	Code of Business Conduct (CF00001751 - CF00001761)						
66.	Whistleblower Policy (CF00001762 - CF00001766)						
67.	Anti-Bribery and Anti-Corruption Policy (CF00001767 - CF00001778)						
68.	Approval of Audit and Non-Audit Services (CF00001779 - CF00001786)						
69.	Approval of Accounting (CF00001794 -CF00001798)						
70.	Execution of Service (CF00001799 - CF00001806)						
71.	Calfrac Bondholder List (CF00007826)						
72.	Email fr. M. Wilks to T. Burney Re: Armoyan Offer Letter, July 9, 2020 (WB-CF-0000987 - WB-CF-0000989)						
73.	Intercreditor and Priority Agreement, February 14, 2020 (CF00000550 - CF00000593)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
74.	Declaration of Chris Simard In Support of Petition for Recognition and Chapter 15 Relief						
75.	Monthly Executive Report for Month End July 31, 2020 (CF00008048 - CF00008066)						
76.	Quarterly Audit Committee Report for Quarter Ended June 30, 2020 (CF00008035 - CF00008047)						
77.	Email fr. E. Oke to C. Gall, et al. Re: 2019 STIP Plan Results – Confidential, Mar. 10, 2020 (CF00007854)						
78.	Email fr. Communications to Calfrac – Calgary; Calfrac – Denver; Calfrac – The Woodlands, June 22, 2020 (CF00007855 - CF00007856)						
79.	Memorandum fr. E. Oke to Calfrac North America Offices Re: Office Re-opening Update, June 22, 2020 (CF00007857 - CF00007858)						
80.	COVID-19 Manager & Supervisor Information Office & Shop Response Protocols (CF00007859 - CF00007861)						
81.	Email fr. F. Toney to R. Montoya Re: Supplier Credit Discussions, June 24, 2020 (CF00007869 - CF00007870)						
82.	Email fr. M. Wilks to R. Mathison, et al. Re: WB Restructuring Proposal Aug 3 2020, Aug. 3, 2020 (CF00007871 - CF00007885)						
83.	Email fr. T. Czajkowski to S. Treadwell Re: 2L Capacity, Jan. 28, 2020 (CF00007886)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
84.	Email fr. J. Lucas to Investors Re: Question regarding remaining secured capacity, Jan. 28, 2020 (CF00007892)						
85.	Email fr. T. Czajkowski to S. Treadwell Re: 2L Capacity, Jan. 28, 2020 (CF00007893)						
86.	Email fr. S. Kearns to S. Treadwell Re: Recent Bond Exchange OM, Feb. 18, 2020 (CF00007901 - CF00007902)						
87.	Email fr. S. Kearns to Investors Re: Recent Bond Exchange OM, Feb. 18, 2020 (CF00007903)						
88.	Email fr. S. Treadwell to T. Goldthorpe Re: Fidelity/Calfrac Call, Feb. 4, 2020 (CF00007904 - CF00007905)						
89.	Email fr. S. Treadwell to T. Goldthorpe Re: Fidelity/Calfrac Call, Feb. 4, 2020 (CF00007906 - CF00007907)						
90.	Email fr. M. Paslawski to L. Link, E. Oke Re: Press Releases with attachments, Jan. 27, 2020 (CF00002620 - CF00002626)						
91.	Email fr. M. Paslawski to M. Olinek Re: Wilks Brothers Proposal with attachment, June 22, 2020 (CF00005731 - CF00005737)						
92.	Excel Spreadsheet – Estimated OI Analysis (CF00008033)						
93.	Email fr. M. Wilks to R. Mathison, C. Smith-Muir Re: Potential Call, April 4, 2020 (CF00007862 - CF00007865)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
94.	Email fr. A. Liu to S. Treadwell Re: CFW second lien debt announcement?, Jan. 28, 2020 (CF00007888 - CF00007889)						
95.	Calfrac Management of Change Form (CF00008014 - CF00008018)						
96.	Calfrac Management of Change Process (CF00008019 - CF00008025)						
97.	Calfrac Management of Change, Risk Assessment and Contingency Planning (CF00008026 - CF00008032)						
98.	Email fr. A. Kearns to S. Treadwell cc: A. Morante Re: Calfrac Bondholder Question (CF00007887), Jan. 30, 2020						
99.	Email fr. K. Begoli to S. Treadwell Re: Exchange Offer Clarification, Feb. 4, 2020 (CF00007890)						
100.	Email fr. M. Lavigne to S. Treadwell cc: C. Rowan Re: Exchange Offer Questions, Jan. 28, 2020 (CF00007891)						
101.	Email fr. A. Liu to S. Treadwell Re: CFW second lien debt announcement, Jan. 28, 2020 (CF00007894 - CF00007896)						
102.	Email fr. A. Liu to S. Treadwell Re: CFW second lien debt announcement, Jan. 28, 2020 (CF00007897 - CF00007899)						
103.	Email fr. M. Lavigne to S. Treadwell cc: C. Rowan Re: Exchange Offer Questions, Jan. 28, 2020 (CF00007900)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
104.	Directors and Officers Liability Policy – Zurich D&O Select (CF00007908 - CF00007912)						
105.	Email fr. T. de Jonge to D. Dionne, S. Halstead Re: Renewal Binding, May 19, 2020 (CF00007989 - CF00007993)						
106.	Excel Spreadsheet – Suppliers (CF00007994)						
107.	Excel Spreadsheet – Trade Creditors List (CF00007995)						
108.	Calfrac Process & Control Practices (CF00007996 - CF00008001)						
109.	Calfrac Business Practice Statement (CF00008002 - CF00008013)						
110.	Email fr. N. Johnson to M. Wilks, et al. Re: Board contact details, June 22, 2020 (WB-CF-0000628)						
111.	Email fr. R. Kordas to B. Souh et al. Re: Calfrac: NDA, June 6, 2020 (WB-CF-0000698 - WB-CF-0000699)						
112.	Email fr. M. Wilks to J. Rocha Re: Calfrac v. Wilks Litigation Update, March 17, 2020 (WB-CF-0000716 - WB-CF-0000720)						
113.	Email fr. M. Wilks to P. Pecora Re: Announces Recapitalization Plan (July 14, 2020) – Thanks, Brant, ATB Capital Markets, July 15, 2020 (WB-CF-0000758 - WB-CF-0000759)						
114.	Email fr. R. Kordas to M. Wilks et al. Re: Calfrac: NDA, June 3, 2020 (WB-CF-0000760 - WB-CF-0000761)						

NO.	Description	M a r k	O f f e r	O b j e c t	A d m i t	W/D	Disposition After Trial
115.	Email fr. M. Wilks to R. Kordas et al. Re: Calfrac: NDA, June 3, 2020 (WB-CF-0000762 - WB-CF-0000782)						
116.	Email fr. B. Hocke to M. Wilks Re: Announces Recapitalization Plan (July 14, 2020) – Thanks, Brant, ATB Capital Markets, July 15, 2020 (WB-CF-0000816 - WB-CF-0000817)						
117.	Email fr. B. Kraus to J. Storz, et al. Re: Calfrac: NDA, June 9, 2020 (WB-CF-0000895 - WB-CF-0000897)						
118.	Supplemental Declaration of Chris Simard in Support of Petition for Recognition and Chapter 15 Relief, August 21, 2020						
119.	Declaration of Ronald P. Mathison in Support of Verified Petition for Recognition and Chapter 15 Relief						
120.	Transcript Proceedings from Court of the Queen's Bench of Alberta, Action No.: 2001-0834, E-File Name: CVQ20CALFRAC, Aug. 7, 2020						
121.	Wilks Brothers' Press Release and Proposal, Aug. 21, 2020						
122.	Stipulation of Wilks Brothers, Aug. 23, 2020						
	Any document or pleading filed in the above-captioned chapter 15 cases.						
	Any exhibit identified or offered by any other party.						
	Any exhibit necessary for impeachment and/or rebuttal purposes.						

**RESERVATION OF RIGHTS**

The Chapter 15 Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above.

Dated: August 23, 2020

**LATHAM & WATKINS LLP**

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